

Filing Fee: \$100.00



44913

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

B. F. , Limited Partnership

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership including without abbreviation the words limited partnership is
B. F. , Limited Partnership

and, if different, the name which it proposes to register and transact business in the State of Rhode Island is
Not Applicable

(If not applicable, so state)

SECOND: It is organized under the laws of Washington State
and the date of its formation is January 7 , 19 97

THIRD: The general character of the business it proposes to transact in Rhode Island is:

Investment in Retirement Residence

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is c/o Corporation Service Company,

Suite 900, 170 Westminster Street, Providence, Rhode Island 02903

and the name of the agent resident in Rhode Island at that address is
Corporation Service Company

FILED
MAY 9 1997
BY [Signature]
184841

15 MAY 1997
03/15/97

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is.....

3131 Elliott Ave Ste 500 Seattle WA 98121

SEVENTH: The name and business address of each general partner (s):

General Partner (s)

Address (es)

Columbia Pacific Group, Inc.

3131 Elliott Ave Ste 500 Seattle WA 98121

EIGHTH: The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions Columbia Pacific Management, Inc. 3131 Elliott Ave Ste 500 Seattle, WA 98121.....

NINTH: A mailing address for the foreign limited partnership

3131 Elliott Ave Ste 500 Seattle WA 98121

TENTH: A statement of the aggregate capital contributions of the limited partner (s)

Total aggregate capital contributions are 39,505,757

ELEVENTH: Such additional information as may be necessary or appropriate in order to enable the Secretary of State to determine whether such foreign limited partnership is entitled to a certificate of authority to transact business in this state and to determine and assess the fees payable as in this chapter prescribed. N/A

Dated 4/25, 19 97

B. F. , Limited Partnership
(Exact name of Limited Partnership making application)

By Daniel R. Baty
General Partner (s)
Daniel R. Baty, President

State of Washington
County of King } Sc.

At B.F., Limited Partnership in said county on this 25th
day of April, 19 97, personally appeared before me
Daniel R. Baty,
who, being by me first duly sworn, declared that he/she is a General Partner of the B.F.,
Limited Partnership, that he/she signed the foregoing
document as a General Partner of the limited partnership, and that the statements therein contained are true.



April Comale
Notary Public